

September 13, 2019

**VIA HAND DELIVERY**

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

**REQUEST FOR**  
**CONFIDENTIAL TREATMENT**

Re: *Twilio International Inc., Application for Authorization to Obtain Numbering Resources & Request for Confidential Treatment, WC Docket No. 19-\_\_\_\_\_*

Dear Ms. Dortch:

Twilio International Inc. (“Twilio”) hereby encloses for filing its Application to Obtain Numbering Resources (“Application”) and corresponding Confidential Exhibit A, an agreement between Twilio and its carrier partner (Confidential Exhibit A or “Carrier Agreement”) and Confidential Exhibit B, an interconnection agreement between Twilio’s carrier partner and an incumbent local exchange carrier (Confidential Exhibit B or “Interconnection Agreement”). The Application, Carrier Agreement, and Interconnection Agreement are sent to you for filing pursuant to Section 52.15(g)(3)(i) of the Commission’s Rules.

Twilio respectfully requests that, pursuant to Sections 0.457 and 0.459 of the Commission’s rules, 47 C.F.R. §§ 0.457 and 0.459, the Commission withhold from public inspection and accord confidential treatment to the Carrier Agreement and the Interconnection Agreement. These documents contain trade secrets and commercial, technical and financial information that falls within Exemption 4 of the Freedom of Information Act (“FOIA”).<sup>1</sup>

Exemption 4 of FOIA provides that the public disclosure requirement of the statute “does not apply to matters that are . . . (4) trade secrets and commercial or financial information obtained from a person and privileged or confidential.”<sup>2</sup> Twilio is voluntarily providing this trade secret and commercial and financial information “of a kind that would not customarily be released to the public”; therefore, this information is “confidential” under Exemption 4 of FOIA.<sup>3</sup> Moreover, Twilio would suffer substantial competitive harm if the Carrier Agreement was disclosed and if the identity of its carrier partner was disclosed by disclosure of the Interconnection Agreement.<sup>4</sup>

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<sup>1</sup> 5 U.S.C. § 552(b)(4).

<sup>2</sup> *Id.*

<sup>3</sup> *See Critical Mass Energy Project v. NRC*, 975 F.2d 871, 879 (D.C. Cir. 1992).

<sup>4</sup> *See National Parks and Conservation Ass’n v. Morton*, 498 F.2d 765 (D.C. Cir. 1974).

In support of this request and pursuant to Section 0.459(b) of the Commission's rules,<sup>5</sup> Twilio hereby states as follows:

**1. IDENTIFICATION OF THE SPECIFIC INFORMATION FOR WHICH CONFIDENTIAL TREATMENT IS SOUGHT<sup>6</sup>**

Twilio seeks confidential treatment of the Carrier Agreement, submitted with the Application as Confidential Exhibit A, and the Interconnection Agreement, submitted with the Application as Confidential Exhibit B.

**2. DESCRIPTION OF CIRCUMSTANCES GIVING RISE TO THE SUBMISSION<sup>7</sup>**

The Carrier Agreement and Interconnection Agreement are being submitted to the Commission as proof of facilities readiness, as required by Section 52.15(g)(3)(i)(D) of the Commission's rules.

**3. EXPLANATION OF THE DEGREE TO WHICH THE INFORMATION IS COMMERCIAL OR FINANCIAL, OR CONTAINS A TRADE SECRET OR IS PRIVILEGED<sup>8</sup>**

The information for which Twilio seeks confidential treatment contains sensitive commercial, financial, and technical information "which would customarily be guarded from competitors."<sup>9</sup> The Carrier Agreement and Interconnection Agreement contain trade secrets and proprietary commercial and technical information relating to the manner in which Twilio and its carrier partner conduct network operations.

**4. EXPLANATION OF THE DEGREE TO WHICH THE INFORMATION CONCERNS A SERVICE THAT IS SUBJECT TO COMPETITION<sup>10</sup>**

The Carrier Agreement and the Interconnection Agreement provide detailed information relating to commercial and operational matters that could be used by competitors to the disadvantage of Twilio. Disclosure of Twilio's confidential information would cause substantial competitive harm.

**5. EXPLANATION OF HOW DISCLOSURE OF THE INFORMATION COULD RESULT IN SUBSTANTIAL COMPETITIVE HARM<sup>11</sup>**

Competitors could use the information in the Carrier Agreement and the Interconnection Agreement to Twilio's detriment as they would gain access to sensitive and proprietary

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<sup>5</sup> 47 C.F.R. § 0.459(b).

<sup>6</sup> 47 C.F.R. § 0.459(b)(1).

<sup>7</sup> 47 C.F.R. § 0.459(b)(2).

<sup>8</sup> 47 C.F.R. § 0.459(b)(3).

<sup>9</sup> 47 C.F.R. § 0.457.

<sup>10</sup> 47 C.F.R. § 0.459(b)(4).

<sup>11</sup> 47 C.F.R. § 0.459(b)(5).

information about how Twilio provides services as well as about Twilio's commercial agreements with others that are not ordinarily disclosed to the public.

**6. IDENTIFICATION OF ANY MEASURES TAKEN BY THE SUBMITTING PARTY TO PREVENT UNAUTHORIZED DISCLOSURE<sup>12</sup>**

Twilio has made the substance of the Carrier Agreement and the identity of its carrier partner as disclosed in the Interconnection Agreement known only to those employees who have a need to know the subject matter and those employees are aware of the confidential and sensitive nature of the information. The Carrier Agreement and the Interconnection Agreement have not been disclosed by Twilio to any non-signatories outside Twilio except pursuant to appropriate confidentiality agreements.

**7. IDENTIFICATION OF WHETHER THE INFORMATION IS AVAILABLE TO THE PUBLIC AND THE EXTENT OF ANY PREVIOUS DISCLOSURE OF THE INFORMATION TO THIRD PARTIES<sup>13</sup>**

Twilio has not previously disclosed the Carrier Agreement or the Interconnection Agreement.

**8. JUSTIFICATION OF THE PERIOD DURING WHICH THE SUBMITTING PARTY ASSERTS THAT MATERIAL SHOULD NOT BE AVAILABLE FOR PUBLIC DISCLOSURE<sup>14</sup>**

Twilio requests that the Carrier Agreement and the Interconnection Agreement be treated as confidential for a period of ten years. This period is necessary due to the sensitive nature of the information in the Carrier Agreement and the Interconnection Agreement.

**9. OTHER INFORMATION THAT TWILIO BELIEVES MAY BE USEFUL IN ASSESSING WHETHER ITS REQUEST FOR CONFIDENTIALITY SHOULD BE GRANTED<sup>15</sup>**

Under applicable Commission and federal court precedent, the information provided by Twilio on a confidential basis should be shielded from public disclosure. Exemption 4 of FOIA shields information that is: (1) commercial or financial in nature; (2) obtained from a person outside government; and (3) privileged or confidential. The commercial and financial information in question clearly satisfies this test.

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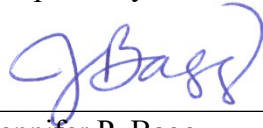
<sup>12</sup> 47 C.F.R. § 0.459(b)(6).

<sup>13</sup> 47 C.F.R. § 0.459(b)(7).

<sup>14</sup> 47 C.F.R. § 0.459(b)(8).

<sup>15</sup> 47 C.F.R. § 0.459(b)(9).

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "J. Bagg", is positioned above a horizontal line.

Jennifer P. Bagg

Kristine L. Devine

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*Counsel to Twilio International Inc.*

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

<i>In the Matter of</i>	)	
	)	
Twilio International Inc. Applicant	)	WC Docket No. 19-_____
	)	
For Authorization to Obtain Numbering	)	
Resources Pursuant to Section 52.15(g) of	)	
the Commission's Rules	)	

**APPLICATION OF TWILIO INTERNATIONAL INC.  
FOR AUTHORIZATION TO OBTAIN NUMBERING RESOURCES**

Twilio International Inc. (“Twilio”) files this application with the Federal Communications Commission (the “Commission”) for authorization to acquire telephone numbers directly from the North American Numbering Plan Administrator and the Pooling Administrator (the “Numbering Administrators”) pursuant to Commission rule Section 52.15(g)(3).<sup>1</sup>

As set forth in the Commission’s Numbering Order,<sup>2</sup> an interconnected VoIP provider<sup>3</sup> may obtain numbering resources from the Numbering Administrators upon showing that it is authorized to provide service in the area for which the numbering resources are requested. Such authorization may be obtained upon an application to the Commission containing the information in Sections 52.15(g)(3)(i)(A)-(F) of the Commission’s Rules. Twilio hereby requests the Commission grant it the authorization.

Twilio provides the following information in support of its application:

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<sup>1</sup> 47 C.F.R. § 52.15(g)(3).

<sup>2</sup> *Numbering Policies for Modern Communications*, 30 FCC Rcd. 6839 (2015).

<sup>3</sup> Twilio is currently preparing to offer interconnected VoIP service to end user customers and will be capable of providing service within sixty (60) days of the numbering resources activation date as required by 47 C.F.R. § 52.15(g)(2).

**I. INFORMATION REQUIRED BY SECTION 52.15(g)(3)(i)**

**a) § 52.15(g)(3)(i)(A)**

Name: Twilio International Inc.  
Address: 375 Beale St.  
Suite 300  
San Francisco, CA 94105  
  
Telephone: (202) 550-6054  
Qualified Personnel: Rebecca Murphy Thompson, Head, Communications Policy  
Email: rthompson@twilio.com

**b) § 52.15(g)(3)(i)(B)**

Twilio hereby acknowledges that authorization to obtain numbering resources under Section 52.15(g) of the Commission's Rules is subject to compliance with applicable Commission numbering rules, numbering authority delegated to the states, and industry guidelines and practices regarding numbering as applicable to telecommunications carriers.

**c) § 52.15(g)(3)(i)(C)**

Twilio hereby acknowledges that it must file requests for numbers with the relevant state commissions at least 30 days before requesting numbers from the Numbering Administrators. Appendix A to this application lists states where Twilio intends to request numbering resources.

**d) § 52.15(g)(3)(i)(D)**

Twilio hereby sets forth its capability to provide service within 60 days of the numbering activation date. Twilio has an agreement in place with its carrier partner who in turn has interconnection agreements in effect with the relevant local exchange carriers, as well as full staff for number porting. As proof of its facilities readiness, Twilio has attached to this application an agreement between Twilio and its carrier partner, as Confidential Exhibit A, and an interconnection agreement between that carrier partner and a local exchange carrier, as

Confidential Exhibit B, both submitted pursuant to Twilio's concurrently filed request for confidential treatment.

**e) § 52.15(g)(3)(i)(E)**

Twilio certifies that it complies with its Universal Service Fund contribution obligations under 47 CFR part 54, subpart H; its Telecommunications Relay Service contribution obligations under 47 CFR § 64.604(c)(5)(iii); its North American Numbering Plan and Local Number Portability Administration contribution obligations under 47 CFR §§ 52.17 and 52.32; its obligations to pay regulatory fees under 47 CFR § 1.1154; and its 911 obligations under 47 CFR part 9.

**f) § 52.15(g)(3)(i)(F)**

Twilio certifies that it possesses the financial, managerial, and technical expertise to provide reliable service. Twilio's key management are:

Chief Financial Officer: Khozema Shipchandler

Chief Product Officer: Chee Chew

Chief Technology Officer: Ott Kaukver

General Counsel: Karyn Smith

Twilio's key technical personnel include:

Head of Network Engineering and Interconnections: Nico Strina

Telecom Engineering and Operations: Kanwart Randhawa

Software Architect: Christer Fahlgren

Twilio states that none of the identified personnel is being or has been investigated by the Commission or any law enforcement or regulatory agency for failure to comply with any law, rule or order.

Appendix B to this application provides summary bios of key staff.

**g) § 52.15(g)(3)(i)(G)**

Twilio hereby certifies that no party to this application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

**II. ACKNOWLEDGEMENT OF CONDITIONS IN SECTION 52.15(g)(3)(iv)**

As required by Section 52.15(g)(3)(iv), Twilio will maintain the accuracy of all contact information and certifications in the application and will file a correction with the Commission and each applicable state within 30 days of any changes. Twilio will also furnish accurate regulatory and numbering contact information to each state commission when requesting numbers in that state.

**III. CONCLUSION**

Pursuant to Section 52.15(g)(3)(i) of the Commissions' Rules, Twilio respectfully requests the Commission grant this application for authorization to obtain numbering resources.

Respectfully submitted,



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*Counsel to Twilio International Inc.*



## Appendix A

The list of states where Twilio intends to request numbering resources:

- Alabama
- Arizona
- Arkansas
- California
- Connecticut
- Colorado
- District of Columbia (DC)
- Delaware
- Florida
- Georgia
- Illinois
- Indiana
- Kansas
- Kentucky
- Louisiana
- Maine
- Maryland
- Massachusetts
- Michigan
- Minnesota
- Missouri
- Nevada
- New Hampshire
- New Jersey
- New Mexico
- New York
- North Carolina
- North Dakota
- Pennsylvania
- Ohio
- Oklahoma
- Oregon
- Rhode Island
- South Carolina
- South Dakota
- Tennessee
- Texas
- Utah
- Virginia
- Washington
- Wisconsin
- West Virginia

## **Appendix B**

Twilio's key management and technical personnel are:

### **Chee Chew – Chief Product Officer**

Chee Chew brings more than 25 years of experience in the technology industry formerly working at companies such as Amazon, Hewlett-Packard, Google, and Microsoft. He has focused his career on telephony and mobile product design and development. Chew holds a Bachelor's and Master's in Computer Science from the Massachusetts Institute of Technology (MIT). He currently sits on the Board of Trustees for the Olin College of Engineering.

### **Ott Kaukver – Chief Technology Officer**

Ott serves as the chief of the leader of Twilio's engineering platforms and architecture. Before Twilio, he was an early employee at Skype, where he built the engineering team to over 300 in three years. Under Ott, Skype launched SkypeOut, and grew the business into a \$1 billion product line. Prior to joining Skype, Ott served as General Manager of Software Development Business Unit at Helmes. Ott grew up in Estonia and earned his BA in International Business Administration from the Estonian Business School, and his MBA from INSEAD.

### **Khozema Shipchandler - Chief Financial Officer**

Khozema brings over 20 years of experience in finance, most recently serving as GE Digital's chief commercial officer. In addition to his role as CFO, Khozema also oversees Twilio's trust and security teams. Khozema previously served in a variety of positions within GE, including as the chief financial officer and EVP of corporate development at GE Digital and the vice president of corporate audit staff of GE. Khozema earned his bachelor's degree from the Indiana University Bloomington and graduate coursework at The University of Chicago Booth School of Business.

### **Karyn Smith - General Counsel and Corporate Secretary**

Karyn leads the Company's legal and government affairs teams. Prior to Twilio, Karyn was Vice President and Deputy General Counsel at Zynga, where she oversaw all corporate matters and led Zynga through its \$1B IPO in 2011. Before Zynga, Karyn was a partner of Cooley LLP, representing emerging growth companies at all stages of growth, from formation through liquidity event and beyond. Karyn has been recognized numerous times for her leadership, including most recently the National Women in Law's thought leadership award in 2018. Karyn earned her Bachelor of Journalism from the University of Missouri, Columbia, and her JD cum laude from Santa Clara University School of Law. Karyn currently sits on the board of the Business Software Alliance.

#### Christer Fahlgren – Software Architect

Christer is an experienced and accomplished technical architect of SIP and IP based telephony systems. He is one of the primary software architects at Twilio for IP based voice products and has had key roles in a number of other world leading companies. Christer earned his master's degree in computer science from the Institute of Technology at Linköping University in Sweden.

#### Nico Strina – Head of Network Engineering and Interconnections

Nico is a seasoned network engineering leader with over 20 years of experience in the industry. Responsible for designing, building and operating highly scaled, secured and reliable network based services at Twitch (an Amazon company), Jaguar Network, and many other firms in France and Switzerland.

#### Kanwar Randhawa - Telecom Engineering and Operations

Kanwar has a deep background in network and VoIP operations and engineering. He has experience engineering and operating high scale VoIP systems at organizations and has worked in the VoIP Research Lab at the Illinois Institute of Technology, where he earned his master's degree in Computer Science.

# **EXHIBIT A**

# **EXHIBIT B**